

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MISSOURI**

GUNAPT DEVELOPMENT, LLC,)	
)	
Plaintiff,)	
)	
vs.)	
)	
PEINE LAKES, L.P., 2010 PEINE ROAD)	Case No:
LLC, CENTERLINE CORPORATE)	
PARTNERS XXVII LP, CENTERLINE)	
AFFORDABLE HOUSING ADVISORS)	
LLC, and RELATED CORPORATE XXVI)	
SLP, LLC,)	
)	
Defendants.		

NOTICE OF REMOVAL

Peine Lakes, L.P.; 2010 Peine Road LLC; Centerline Corporate Partners XXVII LP; Centerline Affordable Housing Advisors LLC; and Related Corporate XXVI SLP, LLC (“**Defendants**”), by and through counsel, hereby remove this action to this Court from the 11th Judicial Circuit Court, St. Charles County, Missouri, pursuant to 28 U.S.C. §§1332, 1441, and 1446. In support of this Notice of Removal, Defendants state as follows:¹

I. This Court has jurisdiction under 28 U.S.C. §§ 1332 and 1441.

1. Removal of this lawsuit is authorized by 28 U.S.C. §1441(a) because this Court has original jurisdiction over this civil action under 28 U.S.C. § 1332. This Court has original jurisdiction over the subject matter of this action under this section because this action is between citizens of different states, and the amount in controversy exceeds the sum of \$75,000, exclusive of interest and costs.

¹ Nothing in this Notice of Removal shall be interpreted as a waiver or relinquishment of Defendants’ rights to assert any defense, including, but not limited to those defenses available under Rule 12 of the Federal Rules of Civil Procedure or otherwise.

2. On or about November 12, 2020, Plaintiff filed a civil action against Defendants in the 11th Judicial Circuit Court, St. Charles County, Missouri, captioned *Gunapt Development, LLC v. Peine Lakes, L.P., 2010 Peine Road LLC, Centerline Corporate Partners XXVII LP, Centerline Affordable Housing Advisors LLC, and Related Corporate XXVI SLP, LLC*, Case No. 2011-CC01079. Defendants Peine Lakes, L.P., and 2010 Peine Road LLC were served on November 16, 2020. The remaining defendants were served on November 20, 2020. The Complaint asserts six causes of action all arising out of a development project and two related agreements.

3. Attached hereto as Exhibit A are legible copies of all process, pleadings, documents, and orders which have been served upon Defendants, as well as a copy of the state court's docket sheet.

4. A copy of this Notice of Removal will be provided to the Clerk of Court for the 11th Judicial Circuit Court, St. Charles County, Missouri and to Plaintiff, pursuant to 28 U.S.C. § 1446(d).

5. Under 28 U.S.C. § 1441(a), venue of the removed action is proper in this Court as a district or division embracing the place where the state action is pending.

B. The parties are citizens of different states.

6. For diversity jurisdiction purposes, an unincorporated entity's citizenship is that of its members. *See GMAC Commercial Credit LLC v. Dillard Dep't Stores, Inc.*, 357 F.3d 827, 829 (8th Cir. 2004) (applying this rule to an LLC); *Buckley v. Control Data Corp.*, 923 F.2d 96, 97 (8th Cir. 1991) (applying this rule to an LP).

7. A corporation's citizenship, on the other hand, is (1) the state of its incorporation and (2) the state of its principal place of business. *GMAC Commercial Credit*, 357 F.3d at 828.

8. A national bank is a “citizen of the State in which its main office, as set forth in its articles of association, is located.” *Wachovia Bank v. Schmidt*, 546 U.S. 303, 307 (2006).

9. Defendant Centerline Affordable Housing Advisors LLC’s sole member is Centerline Capital Group LLC (a Delaware LLC), whose sole member is Centerline Holding Company (a Delaware statutory trust), whose sole member is Otsego Holdings LLC (a Delaware LLC), whose sole member, finally, is Alden Torch Financial LLC (a Delaware LLC). Alden Torch Financial LLC is owned by individual members who reside in Colorado. Defendant Centerline Affordable Housing Advisors LLC is therefore a citizen of Colorado. *See* 28 U.S.C. § 1332 (c)(1).

10. Defendant 2010 Peine Road, LLC, is a limited liability company, whose sole member is CCL Acquisitions II LLC (a Delaware LLC). CCL Acquisitions II LLC is a Delaware LLC with two members: Centerline GP Holdings LLC and Centerline Affordable Housing Advisors LLC (a citizen of Colorado, as discussed in ¶ 9). Centerline GP Holdings LLC, in turn, is comprised of Thayer Lake LLC (a Delaware LLC), whose individual members reside in Colorado, and Centerline Holding Company, whose ultimate individual members reside in Colorado. Defendant 2010 Peine Road, LLC, is therefore a citizen of Colorado. *See* 28 U.S.C. § 1332 (c)(1).

11. Defendant Centerline Corporate Partners XXVII LP, is made up of five members: Chase Community Development Corporation (a Delaware corporation with its principal place of business in New York), First National Bank of Alaska (a national bank with its main office in Alaska), Key Community Development Corp. (an Ohio corporation with its principal place of business in Ohio), RCC Asset Managers XXVI LLC, and Omena LLC. RCC Asset Managers XXVI LLC’s sole member is Centerline GP Holdings LLC (a citizen of Colorado, as discussed

in ¶ 10). Omena LLC's sole member is a Delaware LLC, Alden Torch Financial LLC, whose individual members reside in Colorado. Defendant Centerline Corporate Partners XXVII, LP, is therefore a citizen of Alaska, Colorado, Delaware, New York, and Ohio. *See* 28 U.S.C. § 1332 (c)(1).

12. Defendant Related Corporate XXVI SLP, LLC's sole member is Centerline GP Holdings LLC (a citizen of Colorado, as discussed in ¶ 10). Defendant Related Corporate XXVI SLP, LLC, is therefore a citizen of Colorado. *See* 28 U.S.C. § 1332 (c)(1).

13. Defendant Peine Lakes, L.P., is a limited partnership. Its partners are 2010 Peine Road LLC (a citizen of Colorado, as discussed in ¶ 10), Centerline Corporate Partners XXVI LP (a citizen of Alaska, Colorado, Delaware, New York, and Ohio, as discussed in ¶ 11), Related Corporate XXVI SLP (a citizen of Colorado, as discussed in ¶ 12), and Missouri Tax Partners V, LP. Missouri Tax Partners V, LP is comprised of Corporate Tax Credit Advisors, LLC, whose individual members reside in California. Defendant Peine Lakes, L.P., is therefore a citizen of Alaska, California, Colorado, Delaware, New York, and Ohio. *See* 28 U.S.C. § 1332 (c)(1).

14. Plaintiff alleges that it is a Missouri limited liability company with its principal place of business in St. Louis County, Missouri. Ex. A, Compl. at ¶ 1. Plaintiff's members are citizens of Missouri and Texas. Therefore, Plaintiff is a citizen of Missouri and Texas.

Accordingly, the parties are completely diverse.

B. The amount in controversy exceeds \$75,000.

15. Plaintiff asserts claims for breach of contract, unjust enrichment, constructive trust, tortious interference, civil conspiracy, and an action for an accounting.

16. The development project at issue was sold for more than \$19,000,000. Ex. A. Compl. at ¶ 18. Plaintiff alleges it is entitled to damages in excess of \$4,500,000. Ex. A. Compl. at ¶¶ 26, 38, 39, 51.

17. Accordingly, the amount in controversy plausibly exceeds \$75,000. *See Dart Cherokee Basin Operating Co. v. Owens*, 574 U.S. 81 (2014) (defendant's notice of removal need include only a plausible allegation that the amount in controversy exceeds the jurisdictional threshold and does not need to contain evidentiary submissions); *Pudlowski v. The St. Louis Rams, LLC*, 829 F.3d 963, 964 (8th Cir. 2016) (applying *Dart*).

II. The requirements of 28 U.S.C. § 1446 are satisfied.

18. This Notice is being filed less than one year after commencement of this action.

19. Plaintiff first served the summons and Complaint on November 16, 2020. *See* Ex. A. at 1-2, 165-177. Thus, Defendants timely filed this Notice of Removal within 30 days of service in accordance with 28 U.S.C. § 1446(b).

20. All Defendants consent to the removal of this action.

21. In the event Plaintiff files a request to remand, or the Court considers remand *sua sponte*, Defendants respectfully request the opportunity to submit additional argument and/or evidence in support of removal.

Conclusion

WHEREFORE, pursuant to 28 U.S.C. §§ 1441, 1446 and 1332, Defendants hereby remove this matter from the 11th Judicial Circuit Court, St. Charles County, Missouri, to the United States District Court for the Eastern District of Missouri.

December 15, 2019

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ATTORNEYS FOR DEFENDANTS

CERTIFICATE OF SERVICE

I hereby certify that on December 15, 2020, the foregoing was filed electronically with the Clerk of Court and sent by the United States Postal Service to the following:

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